

Ashish C. Doshi
Company Secretary

FORM No. MGT-13

Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
37th Annual General Meeting of the
Equity Shareholders of Atul Limited,
Held on 25th day of July, 2014 at 11.00 a.m. at
H T Parekh Hall, Ahmedabad Management Association,
Dr. Vikram Sarabhai Marg, Ahmedabad – 380015

Dear Sir,

I, Ashish C. Doshi appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 37th Annual General Meeting of the Equity Shareholders of Atul Limited, held on 25th day of July, 2014 at 11.00 a.m. at H T Parekh Hall, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.



*Tf/1, Anison Complex, 3rd Floor, SBI Lane, Swastik Soc., Nr. Stadium Six Roads, C. G. Road, Navrangpura,
Ahmedabad-380 009 e-mail: doshiac@gmail.com M : 098250 64740*

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4. The result of the Poll is as under:

a) Resolution No. 1 – Adoption of Financial Statements for the year ended on March 31, 2014.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	15342983	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

Note: Two(2) Shareholders not voted for this Resolution

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039

b) Resolution No. 2 – Declaration of Dividend.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	15342983	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

Note: Two(2) Shareholders not voted for this Resolution

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039



c) Resolution No. 3 – Reappointment of Mr. B N Mohanan as Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	15339983	99.976244%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	3645	0.023756%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039

d) Resolution No. 4 – Reappointment of Mr. B S Mehta as Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	15343622	99.999961%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	6	0.000039%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039



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- e) **Resolution No. 5 – Appointment of Dalal & Shah as the Statutory Auditors and fix their remuneration.**

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039

- f) **Resolution No. 6 – Appointment of Mr. S M Datta as an Independent Director.**

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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g) Resolution No. 7 – Appointment of Mr. G S Patel as an Independent Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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h) Resolution No. 8 – Appointment of Dr. S S Baijal as an Independent Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
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i) Resolution No. 9 - Appointment of Mr. H S Shah as an Independent Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
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j) Resolution No. 10 - Appointment of Mr. V S Rangan as an Independent Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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k) Resolution No. 11 - Appointment of Mr. B N Mohanan as Whole Time Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039

l) Resolution No. 12 - Appointment of Mr. S Nammalvar, Alternate to Mr. B N Mohanan as Whole Time Director.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
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m) Resolution No. 13 - Ratification of Remuneration of R Nanabhoy & Co for Cost Audit.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	15343625	99.999980%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3	0.000020%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039

n) Resolution No. 14 - Approval under Section 180(1) (a) of the Companies Act, 2013 for creation of mortgage and/or charges on all or any of the immovable and/or movable properties.

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	15343600	99.999818%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	28	0.000182%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039



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- o) **Resolution No. 15 - Approval under Section 180(1) (c) of the Companies Act, 2013 to borrow funds.**

(i) Voted in favour of the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	15343600	99.999818%

(ii) Voted against the resolution:		
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	28	0.000182%

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	36039

5. A Compilation of Data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

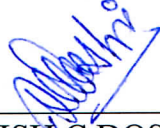
Thanking You,

Yours Faithfully,

Date: 25th July, 2014

Place : Ahmedabad




ASHISH C DOSHI
COMPANY SECRETARY
Membership No.: F3544
COP No.: 2356